

Fill in this information to identify the case:

Debtor name Bennu Oil & Gas, LLC
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206D**Schedule D: Creditors Who Have Claims Secured by Property****12/15****Be as complete and accurate as possible.****1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
 Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's nameSee attachment**Describe debtor's property that is subject to a lien**\$ 494,961,643

\$ _____

Creditor's mailing address**Creditor's email address, if known****Date debt was incurred****Last 4 digits of account number****Do multiple creditors have an interest in the same property?**

- ☐ No
☒ Yes. Specify each creditor, including this creditor, and its relative priority.

Describe the lien**Is the creditor an insider or related party?**

- ☐ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☒ Unliquidated
☐ Disputed

2.2 Creditor's name**Describe debtor's property that is subject to a lien**

\$ _____

\$ _____

Creditor's mailing address**Creditor's email address, if known****Date debt was incurred****Last 4 digits of account number****Do multiple creditors have an interest in the same property?**

- ☐ No
☒ Yes. Have you already specified the relative priority?
☐ No. Specify each creditor, including this creditor, and its relative priority.

Describe the lien**Is the creditor an insider or related party?**

- ☐ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.\$ 494,961,643

Part 1: Additional Page

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2. Creditor's name Creditor's mailing address Creditor's email address, if known Date debt was incurred _____ Last 4 digits of account number _____ Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____	Describe debtor's property that is subject to a lien _____ \$ _____ \$ _____ Describe the lien _____ Is the creditor an insider or related party? <input type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H). As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
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2. Creditor's name Creditor's mailing address Creditor's email address, if known Date debt was incurred _____ Last 4 digits of account number _____ Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____	Describe debtor's property that is subject to a lien _____ \$ _____ \$ _____ Describe the lien _____ Is the creditor an insider or related party? <input type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H). As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
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If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

[illegible]

Bennu Oil & Gas, LLC

Attachment to Form 206D - Part 2.1 Creditors with Secured Claims

As of November 14, 2016

INVESTOR	Address1	Address2	Address3	City	ST	Zip	Outstanding	% of Total	Related?
ALPINE SWIFT MASTER LP	767 Fifth Avenue, 16th Floor	C/O Wingspan		New York	NY	10153	14,283,838.47	2.89%	No
ASSOCIATED BRITISH FOODS PENSION SCHEME - 1	1620 26th Street, Suite 6000N	C/O Beachpoint Capital		Santa Monica	CA	90404	1,481,126.65	0.30%	No
AVENUE CREDIT STRATEGIES FUND	399 Park Avenue, 6th Floor			New York	NY	10022	18,969,878.76	3.83%	No
AVENUE ENTRUST CUSTOMIZED PORTFOLIO SPC ON BEHALF OF AND FOR THE ACCOUNT OF AVENUE US/EUROPE DISTRESSED SEGREGATED	399 Park Avenue, 6th Floor			New York	NY	10022	1,997,383.99	0.40%	No
AVENUE INCOME CREDIT STRATEGIES FUND	399 Park Avenue, 6th Floor			New York	NY	10022	5,489,863.76	1.11%	No
Avenue Investments LP	399 Park Avenue, 6th Floor			New York	NY	10022	119,565,534.62	24.16%	No
BANK OF AMERICA NA	214 North Tryon Street			Charlotte	NC	28255	1,318.13	0.00%	No
BEACH POINT MULTI-ASSET CREDIT FUND LTD	1620 26th Street, Suite 6000N			Santa Monica	CA	90404	1,414,408.71	0.29%	No
BEACH POINT SCF IV LLC	1620 26th Street, Suite 6000N			Santa Monica	CA	90404	1,221,195.90	0.25%	No
BEACH POINT SCF X LLC	1620 26th Street, Suite 6000N			Santa Monica	CA	90404	886,782.29	0.18%	No
BEACH POINT STRATEGIC MASTER FUND L.P.	1620 26th Street, Suite 6000N			Santa Monica	CA	90404	644,441.22	0.13%	No
BEACH POINT TOTAL RETURN MASTER FUND LP - 2	1620 26th Street, Suite 6000N			Santa Monica	CA	90404	11,187,138.81	2.26%	No
Beadsea Opportunity LLC	777 Third Ave Suite 19A			New York	NY	10017	3,727,927.78	0.75%	No
BELL ATLANTIC MASTER TRUST	One Mellon Center; Suite 151-0915	C/O Credit Value Partners		Pittsburgh	PA	15258-0001	3,048,844.02	0.62%	No
BOF HOLDINGS IV, LLC	1450 Brickell Avenue, 31st Floor	C/O Bayside Capital		Miami	FL	33131	6,142,594.70	1.24%	No
BROOKWOOD S A R L	60, route de Trèves	C/O Castle Hill Asset Management		Senningerberg Luxembourg		L-2633	25,572,846.08	5.17%	No
BUSBAR II LLC	200 Clarendon Street, 55th Floor	C/O Arclight Capital Partners		Boston	MA	02117	2,559,414.47	0.52%	No
BUSBAR III, LLC.	200 Clarendon Street, 55th Floor	C/O Arclight Capital Partners		Boston	MA	02116	2,559,414.47	0.52%	No
CASTLE HILL ENHANCED FLOATING RATE OPPORTUNITIES LIMITED	42-44 Grosvenor Gardens			London, UK		SW1W 0EB	12,907,467.68	2.61%	No
Credit Suisse Loan Funding LL	Eleven Madison Avenue, 23rd Floor			New York	NY	10010	48,700,657.40	9.84%	No
CREDIT VALUE MASTER FUND III LP	777 Third Ave Suite 19A			New York	NY	10017	16,337,003.21	3.30%	No
CREDIT VALUE MASTER FUND IV-A1 LP	777 Third Ave Suite 19A			New York	NY	10017	2,037,342.81	0.41%	No
CREDIT VALUE MASTER FUND IV-B LP	777 Third Ave Suite 19A			New York	NY	10017	1,018,671.39	0.21%	No
CREDIT VALUE PARTNERS DISTRESSED DURATION MASTER FUND, LP	777 Third Ave Suite 19A			New York	NY	10017	7,223,504.99	1.46%	No
CVP DISTRESSED FUND, LP	777 Third Ave Suite 19A	C/O Credit Value Partners		New York	NY	10017	253,456.29	0.05%	No
Fernwood Associates LLC	1370 Avenue of the Americas, 33rd Fl	C/O Intermarket		New York	NY	20019	16,526,648.70	3.34%	No
Fernwood Foundation Fund LLC	1370 Avenue of the Americas, 33rd Fl	C/O Intermarket		New York	NY	20019	3,166,391.12	0.64%	No
Fernwood Restructurings Ltd	1370 Avenue of the Americas, 33rd Fl	C/O Intermarket		New York	NY	20019	16,542,301.75	3.34%	No
FULCRA FOCUSED YIELD FUND	415-1090 West Pender St			Vancouver, BC		V6E 2N7	172,735.92	0.03%	No
GOLDMAN SACHS LENDING PARTNERS LLC	200 West Street			New York	NY	10282-2198	1,804,172.27	0.36%	No
JP Morgan Whitefriars Inc	125 London Wall	C/O JP Morgan Chase		London, UK		EC2Y 5AJ	27,061,627.98	5.47%	No
LAKE WATER TOTAL RETURN OPPORTUNITY FUND LP	3 Fennell Street, Suite 3			Skaneateles	NY	13152	628,025.30	0.13%	No
LLOYDS BANK PENSION SCHEME No. 1-2	1620 26th Street, Suite 6000N	C/O Beachpoint Capital		Santa Monica	CA	90404	2,121,459.99	0.43%	No
LLOYDS BANK PENSION SCHEME No. 2	1620 26th Street, Suite 6000N	C/O Beachpoint Capital		Santa Monica	CA	90404	944,576.94	0.19%	No
MSD CREDIT OPPORTUNITY FUND, L.P.	645 Fifth Ave, 21st Floor			New York	NY	10022	12,845,181.26	2.60%	No
P STONE UON IE, A FUND OF PERMAL MANAGED ACCOUNT PLATFORM ICAV	Four Chase Metrotech Center North			Brooklyn	NY	11245-0001	2,180,638.00	0.44%	No
PENNANTPARK CREDIT OPPORTUNITIES FUND II, LP	590 Madison Avenue, Floor 15			New York	NY	10022	1,419,962.14	0.29%	No

Bennu Oil & Gas, LLC

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As of November 14, 2016

INVESTOR	Address1	Address2	Address3	City	ST	Zip	Outstanding	% of Total	Related?
PENNANTPARK INVESTMENT CORPORATION	590 Madison Avenue, Floor 15			New York	NY	10022	26,979,280.80	5.45%	No
PERELLA WEINBERG PARTNERS ASSET BASED VALUE MASTER FUND I LP	767 Fifth Avenue, 4th Floor			New York	NY	10153	10,122,484.19	2.05%	No
ROYAL MAIL PENSION PLAN 1	1620 26th Street, Suite 6000N	C/O Beachpoint Capital		Santa Monica	CA	90404	1,329,037.45	0.27%	No
Schultze Master Fund Ltd	3000 Westchester Ave, Suite 204			Purchase	NY	10577	2,561,027.44	0.52%	No
Sierra Income Corporation	375 Park Avenue 33rd Floor	C/O Medley Capital		New York	NY	10152	5,656,703.94	1.14%	No
SPECTRUM CREDIT OPPORTUNITIES FUND II, LP	1250 Broadway, 19th Floor			New York	NY	10001	3,579,002.58	0.72%	No
Spectrum-KSS Master SPC Ltd Segregated Portfolio B-1 (fka KHROMA SPECIAL SITUATIONS MASTER SPC LTD - CLASS B-1)	1250 Broadway, 19th Floor	C/O Spectrum Group		New York	NY	10001	5,490,369.76	1.11%	No
Stone Lion Portfolio LP	Four Chase Metrotech Center North			Brooklyn	NY	11245-0001	5,769,007.20	1.17%	No
WHITEHORSE IX, LTD.	1555 North Rivercenter Drive, Suite 302			Milwaukee	WI	53212	4,069,443.35	0.82%	No
WHITEHORSE VIII, LTD	601 Travis Street, 17th Floor			Houston	TX	77002	3,048,262.62	0.62%	No
WINGSPAN MASTER FUND LP	767 Fifth Avenue, 16th Floor			New York	NY	10153	31,711,245.54	6.41%	No
							<u>494,961,642.82</u>	<u>100.00%</u>	